

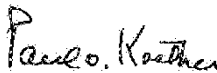
EXHIBIT A

**CERTIFICATION PURSUANT TO
THE FEDERAL SECURITIES LAWS**

I, Paul O. Koether, hereby certify, as to the claims asserted under the federal securities laws, that:

1. I have reviewed a complaint filed in this matter and authorize the filing of this motion for appointment as lead plaintiff.
2. I did not purchase the securities that are the subject of this action at the direction of counsel or in order to participate in any action arising under the federal securities laws.
3. I am willing to serve as a lead plaintiff and representative party on behalf of the Class, including providing testimony at deposition and trial, if necessary. I fully understand the duties and responsibilities of the lead plaintiff under the Private Securities Litigation Reform Act, including the selection and retention of counsel and overseeing the prosecution of the action for the Class.
4. My transactions in the Overseas Shipholding Group securities that are the subject of this action are set forth in the chart attached hereto.
5. I have not sought to serve as a lead plaintiff or representative party on behalf of a class under the federal securities laws filed during the three-year period preceding the date of this Certification.
6. I will not accept any payment for serving as a representative party on behalf of the Class beyond my pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class, as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19 day of December, 2012.



Paul O. Koether

**Transactions by Paul Otto Koether IRA Rollover in Overseas
Shipholding Group, Inc.*
Security Name: 8.125% Senior Notes due 03/30/18
CUSIP: 690368AH8**

<u>Transaction Type</u>	<u>Date</u>	<u>Shares/Units</u>	<u>Price/Par</u>
Purchase	5/22/2012	100,000	73.575
Sale	10/05/2012	100,000	67.000

*Paul Otto Koether is the sole beneficiary of the Paul Otto Koether IRA Rollover.